KOONTZ PAUL G Form 4 March 05, 2013

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

SECURITIES

Estimated average burden hours per 0.5 response...

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Add KOONTZ PA	*	ng Person *	2. Issuer Name and Ticker or Trading Symbol Financial Engines, Inc. [FNGN]	5. Relationship of Reporting Person(s) to Issuer			
(IA) (E:A) (M:JJI-)		(Middle)		(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	X Director	10% Owner		
C/O FOUNDA	TION CAP	ITAL, 250	03/01/2013	Officer (give title Other (specify			
MIDDLEFIELD ROAD			55,62,2016	below) below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/	Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)			
				X Form filed by One	1 6		
MENI O PARK CA 9/1025				Form filed by More than One Reporting			

MENLO PARK, CA 94025

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	03/01/2013		S(1)	34,220	D	\$ 32.6083	8,000	I	By The Koontz Revocable Trust Dated 06/29/1998
Common Stock							40,000	I	By Koontz Investments, LP Fund 3 (2)
Common Stock							29,638	I	By Paul Koontz 2010 Annuity

Trust (4) By Andrea Common Koontz 2010 29,638 I Stock Annuity Trust (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title Deriva		2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title		8. Price of Derivative	9. Nu Deriv
Securi	ty c	or Exercise	, ,	any	Code	of	(Month/Day/		Underly	ing	Security	Secui
(Instr.	3) I	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	,	Securiti	_	(Instr. 5)	Bene
	I	Derivative		•		Securities			(Instr. 3	and 4)		Own
	5	Security				Acquired						Follo
						(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
									A	Amount		
							Date	Expiration	O	r		
							·	Date	Title N	Number		
							Lacicisable	Date		of		
					Code V	(A) (D)			S	Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
Transfer of the second	Director	10% Owner	Officer	Other		
KOONTZ PAUL G C/O FOUNDATION CAPITAL 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025	X					
<u> </u>						

Signatures

/s/ Gail M. Haney, 03/05/2013 Attorney-in-fact

**Signature of Reporting Person Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Reporting Owners 2

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- (1) On 3/01/2013, Paul Koontz, as trustee of the Koontz Revocable Trust Dated 06/29/1998, sold 34,220 shares of stock.
- (2) Shares held by Koontz Investments, LP Fund 3. Paul Koontz is a General Partner of Koontz Investments, LP Fund 3 and disclaims beneficial ownership of the securities, except to the extent of his pecuniary interest therein.
- (3) Shares held by Paul G. Koontz as Trustee of the Koontz Revocable Trust Dated 06/29/1998.
- (4) Paul G. Koontz is the trustee of the Paul Koontz 2010 Annuity Trust.
- Spouse of Paul G. Koontz, Andrea Koontz is the Trustee of the Andrea Koontz 2010 Annuity Trust. Mr. Koontz disclaims beneficial ownership of the reported securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.